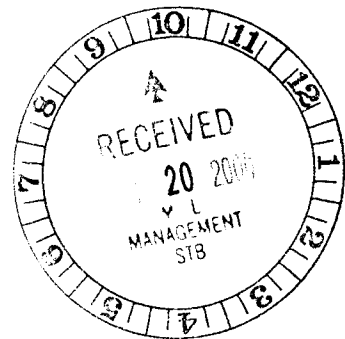




LEXIS Document Services

A member of the Reed Elsevier plc group



October 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **22785-B** FILED

OCT 20 '00 3-32 PM

TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 10, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: GENERAL CHEMICAL (SODA ASH) PARTNERS
90 East Halsey Road, Parsippany, NJ 07054

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: GENERAL CHEMICAL (SODA ASH). covering (83) 5161 c.f. covered hopper railcars equipped with gravity gates and trough hatches with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a secondary document to Memorandum of Railcar Lease dated February 22, 2000 as Recordation Number 22785 with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

Quantity	Equipment Description	Reporting Marks and Numbers	
83	5161 c.f. covered hopper railcars equipped with gravity gates and trough hatches	CEFX 13335	CEFX 13416
		CEFX 13337	GACX 6158
		CEFX 13339	GACX 6160
		CEFX 13340	GACX 6162
		CEFX 13341	GACX 6166
		CEFX 13345	GACX 6167
		CEFX 13349	GACX 6168
		CEFX 13350	GACX 6170
		CEFX 13353	GACX 6171
		CEFX 13354	GACX 6172
		CEFX 13355	GACX 6175
		CEFX 13356	GACX 6176
		CEFX 13357	GACX 6183
		CEFX 13358	GACX 6187
		CEFX 13360	GACX 6188
		CEFX 13361	GACX 6189
		CEFX 13362	GACX 6192
		CEFX 13366	GACX 6193
		CEFX 13367	GACX 6196
		CEFX 13370	GACX 6198
		CEFX 13371	GACX 6203
		CEFX 13373	GACX 6204
		CEFX 13375	GACX 6208
		CEFX 13376	GACX 6211
		CEFX 13377	GACX 6212
		CEFX 13378	GACX 6214
		CEFX 13381	GACX 6217
		CEFX 13382	GACX 6219
		CEFX 13383	GACX 6221
		CEFX 13385	GACX 6222
		CEFX 13386	GACX 6225
		CEFX 13390	GACX 6227
		CEFX 13391	GACX 6229
		CEFX 13393	GACX 6232
		CEFX 13395	GACX 6233
		CEFX 13398	GACX 6234
		CEFX 13399	GACX 6235
		CEFX 13401	GACX 6236
		CEFX 13403	GACX 6237
		CEFX 13405	GACX 6238
		CEFX 13406	GACX 6239
		CEFX 13415	

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of July, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and General Chemical (Soda Ash) Partners, a Delaware general partnership, with an address at 90 East Halsey Road, Parsippany, NJ 07054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 1, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on February 22, 2000 as Recordation No. 22785.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Catherine Stajich
Name: Catherine Stajich
Title: Vice President - Operations

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GENERAL CHEMICAL (SODA ASH) PARTNERS

Lessee, By its General Partner

General Chemical Corporation

By: D. W. Bhomquist
Name: D. W. Bhomquist
Title: President

S:\GENCHEM\SCHED07.doc

RECORDATION NO. 22785-B FILED

OCT 20 '00

3-32 PM

TS

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
83	5161 c.f. covered hopper railcars equipped with gravity gates and trough hatches	CEFX 13335	CEFX 13416
		CEFX 13337	GACX 6158
		CEFX 13339	GACX 6160
		CEFX 13340	GACX 6162
		CEFX 13341	GACX 6166
		CEFX 13345	GACX 6167
		CEFX 13349	GACX 6168
		CEFX 13350	GACX 6170
		CEFX 13353	GACX 6171
		CEFX 13354	GACX 6172
		CEFX 13355	GACX 6175
		CEFX 13356	GACX 6176
		CEFX 13357	GACX 6183
		CEFX 13358	GACX 6187
		CEFX 13360	GACX 6188
		CEFX 13361	GACX 6189
		CEFX 13362	GACX 6192
		CEFX 13366	GACX 6193
		CEFX 13367	GACX 6196
		CEFX 13370	GACX 6198
		CEFX 13371	GACX 6203
		CEFX 13373	GACX 6204
		CEFX 13375	GACX 6208
		CEFX 13376	GACX 6211
		CEFX 13377	GACX 6212
		CEFX 13378	GACX 6214
		CEFX 13381	GACX 6217
		CEFX 13382	GACX 6219
		CEFX 13383	GACX 6221
		CEFX 13385	GACX 6222
		CEFX 13386	GACX 6225
		CEFX 13390	GACX 6227
		CEFX 13391	GACX 6229
		CEFX 13393	GACX 6232
		CEFX 13395	GACX 6233
		CEFX 13398	GACX 6234
		CEFX 13399	GACX 6235
		CEFX 13401	GACX 6236
		CEFX 13403	GACX 6237
		CEFX 13405	GACX 6238
		CEFX 13406	GACX 6239
		CEFX 13415	